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Counsel for Plaintiff George Smith

[Additional counsel appear on signature page]

**UNITED STATES DISTRICT COURT
 DISTRICT OF NEVADA**

GEORGE SMITH, Individually and on Behalf
 of All Others Similarly Situated,

Plaintiff,

v.

PINNACLE ENTERTAINMENT, INC.,
 ANTHONY M. SANFILIPPO, CARLOS
 RUISANCHEZ, CHARLES L. ATWOOD,
 STEPHEN COMER, RON HUBERMAN,
 JAMES L. MARTINEAU, JAYNIE MILLER
 STUDENMUND, and DESIRÉE ROGERS,

Defendants.

Case Number

2:18-cv-00314-RFB-PAL

STIPULATION AND [PROPOSED] ORDER DISMISSING ACTION

WHEREAS, Plaintiff commenced the above-captioned action (the “Action”) on behalf of himself and a putative class of stockholders of Pinnacle Entertainment, Inc. (“Pinnacle”), challenging disclosures in connection with the upcoming vote of Pinnacle stockholders on an Agreement and Plan of Merger, dated December 17, 2017 (the “Merger Agreement”), executed among Pinnacle, Penn National Gaming, Inc. (“Penn”), and Franchise Merger Sub, Inc., a wholly owned subsidiary of Penn (“Merger Sub”), providing for the merger of Merger Sub with and into Pinnacle, with Pinnacle continuing as the surviving corporation (the “Proposed Transaction”);

1 WHEREAS, on February 28, 2018, Pinnacle filed a Definitive Proxy Statement (the
2 “Definitive Proxy Statement”) with the United States Securities and Exchange Commission (the
3 “SEC”) recommending that Pinnacle stockholders vote to adopt the Merger Agreement;

4 WHEREAS, on March 19, 2018, Pinnacle filed with the SEC a Form 8-K Current Report
5 that contained supplemental disclosures (the “Supplemental Disclosures”) to the Definitive Proxy
6 Statement, which partially mooted the disclosure claims raised by Plaintiff in the Class Action
7 Complaint filed with this Court on February 21, 2018;

8 WHEREAS, it is the current intention of counsel for Plaintiff in the Action to dismiss the
9 Action with prejudice as to the named Plaintiff only pursuant to Federal Rule of Civil
10 Procedure 41(a). Should the parties not reach an agreement regarding Plaintiff’s counsel’s claims
11 for a mootness fee based upon the Supplemental Disclosures (the “Mootness Fee Claim”), then
12 Plaintiff and Plaintiff’s counsel shall submit an application for an award of attorneys’ fees and
13 reimbursement of expenses (the “Fee Application”) in connection with the Supplemental
14 Disclosures;

15 WHEREAS, no compensation in any form has passed directly or indirectly to the Plaintiff
16 or his attorneys and no promise or agreement to give any such compensation has been made, nor
17 has any discussion relating to any such compensation taken place between the parties;

18 WHEREAS, no class has been certified in the Action;

19 IT IS HEREBY STIPULATED AND AGREED, subject to approval of the Court, that:

20 1. The Action is dismissed with prejudice as to the named Plaintiff only.
21 2. To the extent the parties do not reach an agreement regarding the Mootness Fee
22 Claim, the Court retains jurisdiction of the Action solely for determining Plaintiff’s Fee
23 Application, and Plaintiff intends to submit as part of any Fee Application a request for fees arising
24 out of two related actions: *Robert Ohigashi v. Pinnacle Entertainment, Inc., et al.*, Case No. 2:18-
25 cv-00387-JAD-VCF (D. Nev.); and *Adam Franchi v. Pinnacle Entertainment, Inc., et al.*, Case No.
26 2:18-cv-00415-JCM-CWH (D. Nev.).

27 3. This Stipulation is entered into without prejudice to any position, claim or defense
28 any party may assert with respect to the Fee Application or any matter related thereto.

1 Dated: April 4, 2018

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3 /s/ Martin A. Muckleroy

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/s/ Mitchell J. Langberg

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25 IT IS SO ORDERED:

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28 United States District Court Judge

Dated: _____